

Prosperity Real Estate Investment Trust

(a Hong Kong collective investment scheme authorised under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong))

(Stock Code: 808)

Managed by



ARA Asset Management (Prosperity) Limited

PROXY FORM FOR USE BY UNITHOLDERS AT THE EXTRAORDINARY GENERAL MEETING

I/We ^(note 1), _____
of _____
being the registered holder(s) of ^(note 2) _____ units (“Unitholder(s)”) of Prosperity Real Estate Investment Trust (“Prosperity REIT”) hereby appoint ^(note 3) _____
of _____
or failing him/her _____
of _____
or failing him/her, THE CHAIRMAN OF THE MEETING ^(note 3) to act as my/our proxy to attend, act and vote on my/our behalf at the Extraordinary General Meeting of Unitholders of Prosperity REIT to be held at Exhibition Venue A on Level 7, The Metropolis Mall, 6 Metropolis Drive, Hung Hom, Kowloon, Hong Kong on Friday, 27 May 2011 at 3:00 p.m. (or immediately after the conclusion of the annual general meeting of Unitholders which is scheduled to be held on the same day) and at any adjournment thereof.

Terms defined in the circular of Prosperity REIT dated 21 April 2011 shall have the same meanings when used in this proxy form, unless the context otherwise requires.

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTION	FOR	AGAINST
To approve the Further Extension and the proposed New Annual Caps for the Transactions.		

Dated this _____ day of _____, 2011.

Unitholder’s Signature _____

Witness _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of units registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the units in Prosperity REIT registered in your name(s).
- Any unitholder entitled to attend at the Extraordinary General Meeting is entitled to appoint a proxy to attend, act and vote in his/her stead. If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, please insert the name and address of the proxy desired in the space provided and strike out the words “or, failing him/her, THE CHAIRMAN OF THE MEETING”.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his/her discretion.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of a legal representative or other attorney duly authorised to sign the same.
- In the case of joint Unitholders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be acceptable to the exclusion of the votes of the other joint Unitholder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Unitholders.
- In order to be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, if any, must be deposited at Prosperity REIT’s Unit Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. Completion and return of this proxy form will not preclude you from attending and voting in person should you so wish. In the event that you attend the meeting or adjourned meeting (as the case may be) after having lodged a proxy form, the proxy form will be deemed to have been revoked.
- Pursuant to the Trust Deed, at any meeting of Unitholders a resolution put to the meeting shall be decided on a poll and the result of the poll shall be deemed to be the resolution of the meeting.
- On a poll every Unitholder who is present in person or by proxy shall have one vote for every unit of which he/she is the Unitholder, provided such units are fully paid up.
- ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**